

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline: *November 17, 2008 @ 4⁰⁰ pm*
Hearing Date: TBD only if necessary

**SUMMARY OF APPLICATION OF FOLEY HOAG LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO W.R. GRACE & CO., ET AL. FOR THE
INTERIM PERIOD FROM SEPTEMBER 1, 2008 THROUGH SEPTEMBER 30, 2008**

Name of Applicant:	<u>Foley Hoag LLP</u>
Authorized to Provide Professional Services to:	<u>W.R. Grace & Co., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>September 30, 2005, <i>nunc pro tunc</i> July 1, 2005</u>
Period for Which Compensation and Reimbursement is Sought:	<u>September 1, 2008 through September 30, 2008</u>

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation Sought as
Actual, Reasonable and Necessary:

\$4,158.40 (80% of \$5,198.00;
remaining 20% to be sought as part of
quarterly application)

Amount of Expense Reimbursement Sought
as Actual, Reasonable and Necessary:

\$125.00

This is a X monthly ____ quarterly X interim ____ final application

The total time expended for fee application preparation is approximately 2.0 hours and the
corresponding compensation requested is approximately \$420.00.

Prior fee applications:

Period Covered	Date Filed	Requested		Approved	
		Fees	Expenses	Fees	Expenses
08/01/05 - 08/31/05	03/28/06	\$25,669.50	\$ 34.55	\$25,669.50	\$ 34.55
09/01/05 - 09/30/05	10/31/05	\$26,289.00	\$ 11.64	\$26,289.00	\$ 11.64
10/01/05 - 10/31/05	11/28/05	\$27,633.50	\$ 355.67	\$27,633.50	\$ 355.67
11/01/05 - 11/30/05	12/28/05	\$16,109.00	\$ 18.91	\$16,109.00	\$ 18.91
12/01/05 - 12/31/05	01/31/06	\$13,522.50	\$ 3.50	\$13,522.50	\$ 3.50
01/01/06 - 01/31/06	03/27/06	\$ 9,535.50	\$ 49.85	\$ 9,535.50	\$ 49.85
02/01/06 - 02/28/06	03/29/06	\$10,474.00	\$ 42.75	\$10,474.00	\$ 42.75
03/01/06 - 03/31/06	04/28/06	\$13,346.50	\$ 48.42	\$13,346.50	\$ 48.42
04/01/06 - 04/30/06	06/27/06	\$14,568.50	\$ 2.24	\$14,568.50	\$ 2.24
05/01/06 - 05/31/06	06/28/06	\$28,346.50	\$ 219.20	\$28,346.50	\$ 219.20
06/01/06 - 06/30/06	07/31/06	\$22,530.00	\$ 24.92	\$22,530.00	\$ 24.92
07/01/06 - 07/31/06	09/11/06	\$ 9,114.00	\$ -	\$ 9,114.00	\$ -
08/01/06 - 08/31/06	09/28/06	\$ 3,104.50	\$ 119.61	\$ 3,104.50	\$ 119.61
09/01/06 - 09/30/06	10/31/06	\$ 3,778.50	\$ 26.52	\$ 3,778.50	\$ 26.52

		Requested		Approved	
Period Covered	Date Filed	Fees	Expenses	Fees	Expenses
10/01/06 - 10/31/06	11/30/06	\$ 1,941.50	\$ -	\$ 1,941.50	\$ -
11/01/06 - 11/30/06	12/28/06	\$ 2,088.50	\$ 55.71	\$ 2,088.50	\$ 55.71
12/01/06 - 12/31/06	01/29/07	\$ 2,557.50	\$ -	\$ 2,557.50	\$ -
01/01/07 - 01/31/07	03/07/07	\$ 4,871.00	\$ 27.09	\$ 4,871.00	\$ 27.09
02/01/07 - 02/28/07	03/28/07	\$ 3,675.50	\$ 39.51	\$ 3,675.50	\$ 39.51
03/01/07 - 03/31/07	05/02/07	\$ 2,426.50	\$ 46.50	\$ 2,426.50	\$ 46.50
04/01/07 - 04/30/07	06/01/07	\$ 6,579.00	\$ -	\$ 6,579.00	\$ -
05/01/07 - 05/31/07	06/28/07	\$ 3,736.00	\$ 55.08	\$ 3,736.00	\$ 55.08
06/01/07 - 06/30/07	07/30/07	\$ 6,336.00	\$ 26.10	\$ 6,336.00	\$ 26.10
07/01/07 - 07/31/07	08/28/07	\$ 4,742.00	\$ 41.52	\$ 4,742.00	\$ 41.52
08/01/07 - 08/31/07	09/28/07	\$ 3,785.00	\$ 45.36	\$ 3,785.00	\$ 45.36
09/01/07 - 09/30/07	10/30/07	\$ 6,360.00	\$ 8.07	\$ 6,360.00	\$ 8.07
10/01/07 - 10/31/07	11/28/07	\$20,744.50	\$ 32.61	\$20,744.50	\$ 32.61
11/01/07 - 11/30/07	02/11/08	\$16,655.00	\$5,337.35	\$16,655.00	\$5,337.35
12/01/07 - 12/31/07	02/12/08	\$ 9,012.50	\$ 785.75	\$ 9,012.50	\$ 785.75
01/01/08 - 01/31/08	02/28/08	\$ 5,702.50	\$ 14.30	\$ 5,702.50	\$ 14.30
02/01/08 - 02/29/08	03/28/08	\$ 9,296.00	\$ 61.51	\$ 9,296.00	\$ 61.51
03/01/08 - 03/31/08	04/28/08	\$ 6,450.50	\$ 10.08	\$ 6,450.50	\$ 10.08
04/01/08 - 04/30/08	05/28/08	\$ 7,966.50	\$ -	\$ 6,373.20*	\$ -
05/01/08 - 05/31/08	06/30/08	\$12,509.00	\$ 107.37	\$10,007.20*	\$ 107.37
06/01/08 - 06/30/08	07/29/08	\$27,053.50	\$1,856.55	\$21,642.80*	\$1,856.55

		Requested		Approved	
Period Covered	Date Filed	Fees	Expenses	Fees	Expenses
07/01/08 - 07/31/08	09/02/08	\$28,893.82	\$ 9.84	\$23,115.06*	\$ 9.84
08/01/08 - 08/31/08	09/29/08	\$16,498.00	\$ 40.76	\$13,198.40*	\$ 40.76

* 80% approved; remaining 20% sought or to be sought as part of quarterly application.


The Foley Hoag attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$565.00	1.7	\$ 960.50
Jacob N. Polatin	Partner	Real Estate	\$565.00	7.5	\$ 4,237.50
TOTAL				9.2	\$ 5,198.00

Summary of expenses incurred on behalf of the Debtors in these cases during the Fee Period:

Description	September
Outside Professional Fees	\$ 125.00
TOTAL	\$ 125.00

Respectfully submitted,



Adam P. Kahn (MA BBO # 561554)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: October 28, 2008

RULE 2016-2(f) CERTIFICATION

I, Adam P. Kahn, have reviewed the requirements of Rule 2016-2 and certify that the Summary of Application of Foley Hoag LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to W.R. Grace & Co., et al., for the Interim Period from September 1, 2008 through September 30, 2008 complies with the Rule.

Respectfully submitted,



Adam P. Kahn (MA BBO # 561554)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: October 28, 2008

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF SEPTEMBER 1, 2008 THROUGH SEPTEMBER 30, 2008**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$565.00	1.7	\$960.50
Jacob N. Polatin	Partner	Real Estate	\$565.00	7.5	\$4,237.50
TOTAL				9.2	\$5,198.00

Expenses

Description	Total
Outside Professional Fees: Adelson Loria & Weisman Norfolk County Registry of Deeds Research	\$125.00
TOTAL	\$125.00



Adam P. Kahn
617-832-1206
Boston

W.R. Grace & Co.

October 28, 2008
Invoice No.: 425462
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through September 30, 2008

Fees	\$5,198.00
Disbursements	<u>125.00</u>
Total Fees and Disbursements	<u>\$5,323.00</u>

Seaport World Trade Center West / 155 Seaport Blvd. / Boston, MA 02210-2600 / TEL: 617.832.1000 / FAX: 617.832.7000

BOSTON

WASHINGTON

EMERGING ENTERPRISE CENTER

FOLEYHOAG.COM

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 425462

October 28, 2008

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>
09/04/08	Polatin	Review OSHA regulations and draft Declaration of Restrictive Covenants and Easements (2.8).	2.8
09/05/08	Polatin	Review deeds and plans and draft email to S. Jaffe (2.4).	2.4
09/08/08	Polatin	Draft easement and restriction (1.8).	1.8
09/11/08	Polatin	Revise restrictions (0.5).	0.5
09/25/08	Jaffe	Reviewing draft stipulation with Tyco and emails with team regarding same (0.9).	0.9
09/29/08	Jaffe	Review draft deed restriction and office conference with J. Polatin regarding same (0.8).	0.8
Total Hours			9.2

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 425462

October 28, 2008

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TIMEKEEPER SUMMARY**Timekeeper**

Polatin

Jaffe

Hours

7.5

1.7

Total Fees**\$5,198.00****Disbursement Summary****Date**

09/30/08

Outside Professional Fees

Amount

125.00

Total Disbursements**\$125.00****Total Fees****\$5,198.00****Total Disbursements****125.00****Total Fees and Disbursements****\$5,323.00**

To ensure proper credit to your account,
please include remittance page with your payment.



Adam P. Kahn
617-832-1206
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

October 28, 2008
Invoice No.: 425462
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements

\$5,323.00

Remittance Address:

Foley Hoag LLP
Box 83176
Woburn, MA 01813-3176

Fed-Ex Remittance Address:

Foley Hoag LLP
Box 83176
100 Maple Street
Stoneham, MA 02180-3125

Federal Tax ID : 04-2150535	
Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 425462
Billing Attorney: Adam P. Kahn
Wire Originator: W.R. Grace & Company